

**THE  
GREENBRIER  
COMPANIES**

RECORDATION NO 24059-C FILED

SEP 12 08

2-21 PM

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

September 11, 2008

Ms. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423-0001



Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 4 dated as of March 1, 2008, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of June 1, 2002, which was duly filed and recorded on August 6, 2002 and assigned Recordation Number 24059.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Iowa Pacific Holdings, LLC, on its own behalf and on behalf of  
Texas and New Mexico Railroad and West Texas and Lubbock Railroad  
118 South Clinton, Suite 300  
Chicago, IL 60661

A description of the railroad equipment covered by the enclosed document is:

Thirty (30) 5,188 cubic foot covered hopper railcars marked and numbered  
AOK 66910 through AOK 66939, inclusive.

Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

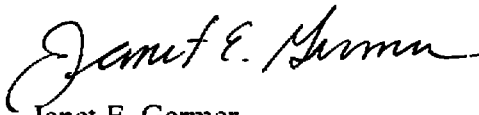
Ms. Anne K. Quinlan  
September 11, 2008  
Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Rider No. 4 dated as of March 1, 2008 to a Lease Agreement dated as of June 1, 2002, between Greenbrier Leasing Company LLC, Lessor, and Iowa Pacific Holdings, LLC, on its own behalf and on behalf of Texas and New Mexico Railroad, and West Texas Lubbock Railroad (Co-Lessees).

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer  
Executive Assistant

jeg  
Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING COMPANY LLC,  
formerly known as Greenbrier Leasing Corporation ("LESSOR")**

**AND**

**IOWA PACIFIC HOLDINGS, LLC,  
TEXAS AND NEW MEXICO RAILROAD,  
AND WEST TEXAS AND LUBBOCK RAILROAD (collectively, "LESSEE")**

**JUNE 1, 2002**

**RIDER NO. 4**

**MARCH 1, 2008**

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Memorandum of a Lease Agreement and Rider No. 4 thereto, made and entered into as of March 1, 2008, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor"), and Iowa Pacific Holdings, LLC, an Iowa limited liability company, Texas and New Mexico Railroad, a Texas corporation, and West Texas and Lubbock Railroad, a Texas corporation, as co-lessees jointly and severally (collectively, "Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor, thirty (30) 5,188 cubic foot covered hopper railcars, bearing marks and numbers AOK 66910 through AOK 66939, inclusive.
2. Rider No. 4 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in the Lease Agreement and Rider No. 4, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:  
GREENBRIER LEASING COMPANY LLC

CO-LESSEE:  
IOWA PACIFIC HOLDINGS, LLC, on its  
own behalf and on behalf of Texas and New  
Mexico Railroad and West Texas and  
Lubbock Railroad

BY: 

NAME: JAMES T. SHARP

TITLE: President

BY: 

NAME: EDWIN ELLIS

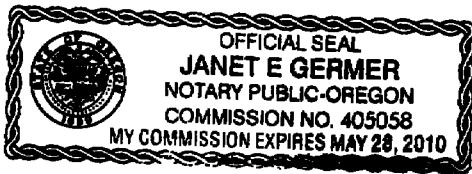
TITLE: President

STATE OF OREGON

)  
) ss.  
)

COUNTY OF CLACKAMAS

On this 9<sup>th</sup> day of September, 2008, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



Janet E. Germer  
NOTARY PUBLIC  
My commission expires: 5/28/2010

STATE OF Illinois

)  
) ss.  
)

COUNTY OF Cook

On this 8 day of September, 2008, before me personally appeared ERWIN ELLIS, to me personally known, who being by me duly sworn, says that he is the President of Iowa Pacific Holdings, LLC, and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]  
NOTARY PUBLIC  
My commission expires: 4/12/09

ERWIN ELLIS  
President  
Iowa Pacific Holdings, LLC